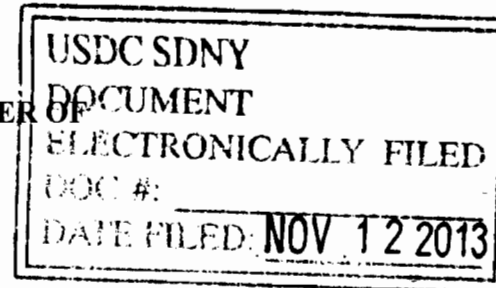


13crim 541 (LTS)

WRITTEN CONSENT OF THE GENERAL PARTNER OF

S.A.C. CAPITAL ADVISORS, L.P.

November 5, 2013



The undersigned, comprising the sole General Partner of S.A.C. Capital Advisors, L.P., a limited partnership organized and existing under the laws of the State of Delaware (the "Partnership"), does hereby consent to the adoption of the following resolutions and to the taking of such action without a meeting:

WHEREAS, the Partnership previously appeared and entered a plea of not guilty to the charges set forth in the indictment in *United States of America v. S.A.C. Capital Advisors, L.P., S.A.C. Capital Advisors, LLC, CR Intrinsic Investors, LLC and Sigma Capital Management, LLC*, Case No. 13 CRIM 541, in the U.S. District Court for the Southern District of New York (the "Indictment"); and

WHEREAS, the Partnership entered into a plea agreement, dated November 1, 2013, in order to resolve the charges in the Indictment and in connection therewith the General Partner desires the Partnership to appear and enter a plea of guilty to the charges set forth in the Indictment.

NOW, THEREFORE, BE IT RESOLVED, that the Partnership's plea of guilty to the charges set forth in the Indictment be, and it hereby is, adopted and approved in all respects; and it is further

RESOLVED, that each of Thomas J. Conheeney and Peter A. Nussbaum be, and hereby is, appointed as a person authorized to act on behalf of the Partnership (the "Authorized Persons") to appear and enter a plea of guilty to the charges set forth in the Indictment; and it is further

RESOLVED, that each Authorized Person is hereby authorized to (i) take such actions, in the name of and on behalf of the Partnership, as such Authorized Person may deem necessary or appropriate in connection herewith and (ii) execute and deliver, in the name of and on behalf of the Partnership, any such instruments, documents, certificates, consents, assignments, notices and agreements in connection herewith as the Authorized Person executing the same shall approve, the execution thereof by such Authorized Person to be deemed conclusive evidence of such approval; and it is further

RESOLVED, that all actions of the Partnership, whether or not by an Authorized Person, taken in connection with the actions contemplated by the foregoing resolutions prior to the execution hereof be and hereby are ratified, confirmed, approved and adopted in all respects as fully as if such action had been presented to for approval, and approved by, the Partnership's General Partner prior to such action being taken.

Count Exhibit #1

11-7-2013 2:50pm (R)

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the day and year first written above and direct that it be filed with the books and records of the Partnership.

GENERAL PARTNER:

**S.A.C. CAPITAL ADVISORS, INC.**

By: 

Name: Steven A. Cohen

Title: Sole Director